

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

In re: :
SHAPES/ARCH HOLDINGS L.L.C., et al., : Chapter: 11
Debtors. : Case No. 08-
: Judge:

**APPLICATION FOR EXPEDITED CONSIDERATION
OF FIRST DAY MATTERS**

On March 16, 2008, Shapes/Arch Holdings L.L.C., Shapes L.L.C., Delair L.L.C., Accu-Weld L.L.C. and Ultra L.L.C. (collectively, the "Debtors") filed petitions for relief under Chapter 11 of the Bankruptcy Code.

Counsel for Debtors request that the following relief be provided on a first day basis:¹

1. VERIFIED MOTION FOR AN ORDER DIRECTING JOINT ADMINISTRATION AND PROCEDURAL CONSOLIDATION.
2. APPLICATION FOR DESIGNATION AS COMPLEX CHAPTER 11 CASES.
3. VERIFIED MOTION FOR ENTRY OF INTERIM AND FINAL ORDERS (I) AUTHORIZING AND APPROVING POSTPETITION FINANCING; (II) GRANTING LIENS AND SECURITY INTERESTS AND PROVIDING SUPERPRIORITY ADMINISTRATIVE EXPENSE STATUS; (III) MODIFYING AUTOMATIC STAY; AND (IV) SCHEDULING FINAL HEARING, PURSUANT TO SECTIONS 105, 362, 363 AND 364 OF THE BANKRUPTCY CODE AND FEDERAL RULES OF BANKRUPTCY PROCEDURE 2002 AND 4001(c) AND (d). (the "DIP Loan Motion").
4. VERIFIED MOTION FOR AN ORDER AUTHORIZING THE DEBTORS TO MAINTAIN CURRENT BANK ACCOUNTS, MAINTAIN THEIR PRE-PETITION CASH MANAGEMENT SYSTEM, AND USE EXISTING BUSINESS FORMS.
5. DEBTORS' VERIFIED MOTION FOR AN ORDER AUTHORIZING BUT NOT DIRECTING PAYMENT OF PRE-PETITION WAGES, SALARIES, COMPENSATION, EMPLOYEE BENEFITS, BUSINESS REIMBURSEMENT EXPENSES, CERTAIN UNION PAYMENTS, AND THE CONTINUATION OF THE DEBTORS' WORKERS' COMPENSATION PROGRAM AND POLICIES PURSUANT TO 11 U.S.C. §§ 105(a), 507(a)(4) AND (5).

¹ The Debtors also note that they have filed applications to retain: (a) Cozen O'Connor as their bankruptcy counsel; (b) Stevens & Lee as their special labor and conflicts counsel; and (c) Phoenix Management Services, Inc., as their financial advisors. The Debtors understand that these applications will be considered in the ordinary course, and note the applications herein solely to provide background for the Court's benefit.

6. VERIFIED MOTION FOR INTERIM AND FINAL ORDERS: (I) PROHIBITING UTILITY COMPANIES FROM DISCONTINUING, ALTERING OR REFUSING SERVICES; (II) DEEMING UTILITY COMPANIES TO HAVE ADEQUATE ASSURANCE OF PAYMENT; AND (III) ESTABLISHING PROCEDURES FOR DETERMINING REQUESTS FOR ADDITIONAL ASSURANCE PURSUANT TO 11 U.S.C. § 366.
7. VERIFIED MOTION FOR AN ORDER AUTHORIZING THE DEBTORS TO PAY PRE-PETITION SALES AND USE TAXES.
8. APPLICATION FOR RETENTION OF EPIQ BANKRUPTCY SOLUTIONS, LLC, AS OFFICIAL NOTICING, CLAIMS AND/OR SOLICITATION AND BALLOTING AGENT FOR THE DEBTORS.
9. VERIFIED MOTION FOR AN ORDER ESTABLISHING A BAR DATE PURSUANT TO FED. R. BANKR. P. 2002(a)(7) AND 3003(c)(3).
10. MOTION FOR AN ORDER PURSUANT TO 11 U.S.C. §§ 105(a) AND 331 ESTABLISHING PROCEDURES FOR INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES OF PROFESSIONALS.
11. DEBTORS' MOTION TO: (I) TO CONFIRM GRANT OF ADMINISTRATIVE EXPENSE STATUS TO OBLIGATIONS ARISING FROM POSTPETITION DELIVERY OF GOODS, (II) ESTABLISH AUTHORITY TO PAY CERTAIN EXPENSES IN THE ORDINARY COURSE OF BUSINESS AND (III) PROHIBIT THIRD PARTIES FROM INTERFERING WITH DELIVERY OF GOODS.

The Debtors served a copy of this request and the DIP Loan Motion (without exhibits) by facsimile upon: (1) the Internal Revenue Service, (2) the New Jersey Attorney General, (3) the Commonwealth of Pennsylvania Department of Revenue, and (4) the Debtors' consolidated list of top 30 unsecured creditors (but no less than the five largest unsecured creditors from each case).

The Debtors served a copy of all of the Motions by electronic mail upon: (1) counsel for the Lender Group (as defined in the Motions), (2) counsel for Versa (as defined in the Motions), and (3) the Office of the United States Trustee.

The Debtors request that the Court determine that the above service was good and sufficient service under the circumstances of these Chapter 11 cases.

Dated: March 16, 2008

COZEN O'CONNOR

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